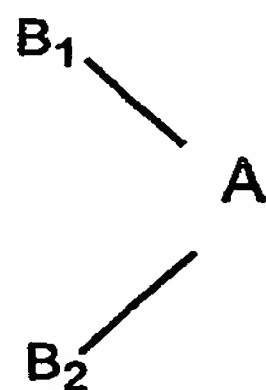


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CLAIMS

1. A compound having the formula



wherein:

A is a 5-membered or 6-membered substituted or unsubstituted heteroaryl or heterocyclyl ring having one or two heteroatoms selected from the group consisting of O, S, and N and having from 1 or 2 independent substituents when the ring is 5-membered and substituted with 1 to 4 independent substituents when the ring is 6-membered and substituted; and

each of B<sub>1</sub> and B<sub>2</sub> is the same or different substituted or unsubstituted 6-membered aryl or heteroaryl ring;

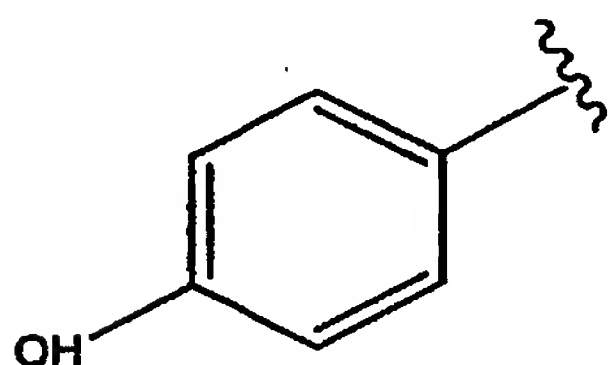
and salts thereof.

2. The compound of claim 1 wherein each of B<sub>1</sub> and B<sub>2</sub> is independently a phenyl or pyridyl group.

3. The compound of claim 1 wherein at least one of B<sub>1</sub> and B<sub>2</sub> is singly or independently multiply substituted and the substituents are selected from: a methyl group optionally, independently substituted with one or more halogen, an ethyl group optionally, independently substituted with one or more halogen, a halogen, -OH, -OCH<sub>3</sub>, optionally, independently substituted with one or more halogen, and -SCH<sub>3</sub> optionally, independently substituted with one or more halogen.

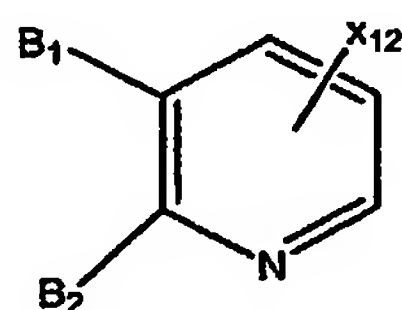
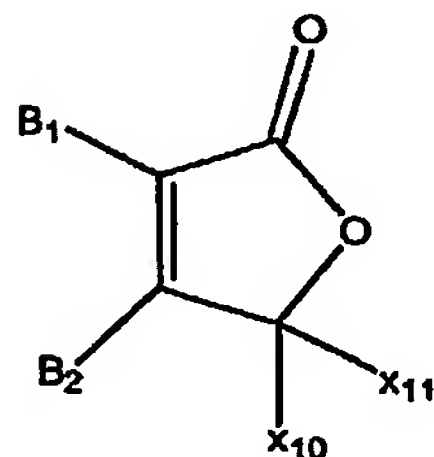
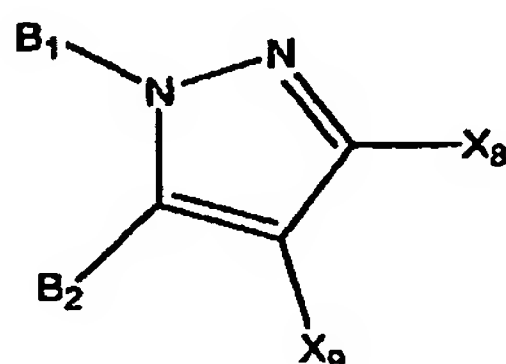
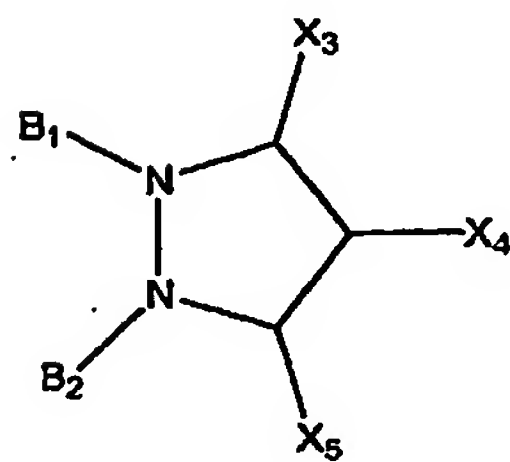
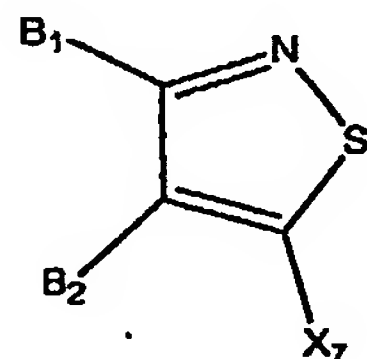
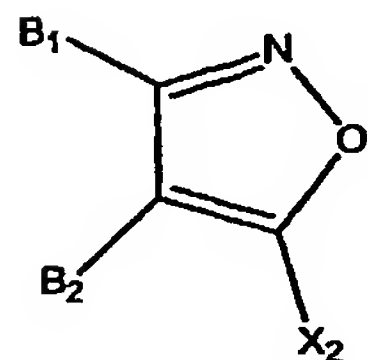
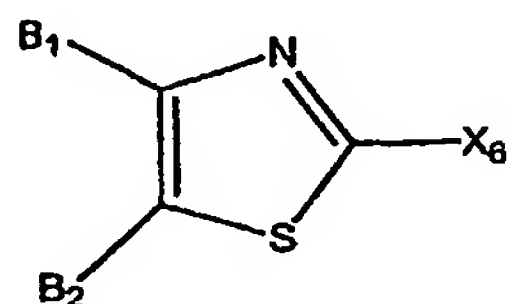
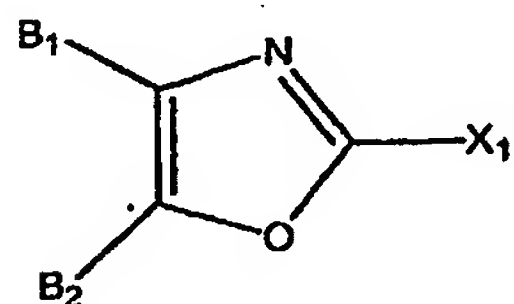
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4. The compound of claim 3 wherein at least one of B<sub>1</sub> and B<sub>2</sub> is singly or independently multiply substituted and the substituents are selected from: a methyl group, an ethyl group, a halogen, -OCF<sub>3</sub>, -OCF<sub>2</sub>H, -SCF<sub>3</sub>, -OH, -OCH<sub>3</sub>, and -SCH<sub>3</sub>
5. The compound of claim 1 or 2 wherein A is selected from the group consisting of oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, pyrazolidinyl, pyrazolyl, furanyl, and pyridinyl.
6. The compound of claim 1 wherein each of B<sub>1</sub> and B<sub>2</sub> is a singly or multiply substituted phenyl group.
7. The compound of any of claims 1, 2, 5 and 6 wherein each of B<sub>1</sub> and B<sub>2</sub> is independently singly or multiply substituted and the substituents are selected from hydroxyl and halogen.
8. The compound of claim 1 wherein one or both of B<sub>1</sub> and B<sub>2</sub> is:



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9. The compound of claim 1 selected from the group consisting of:



wherein:

each  $X_1$ - $X_{12}$  is independently: H, halogen, substituted or unsubstituted  $C_{1-12}$  alkyl, substituted or unsubstituted  $C_{2-12}$  alkenyl, substituted or unsubstituted  $C_{2-12}$  alkynyl, substituted or unsubstituted  $C_{1-6}$  alkoxy, oxo, substituted or unsubstituted  $C_{2-12}$  alkenyloxy, substituted or unsubstituted  $C_{5-10}$  cycloalkenyloxy, substituted or unsubstituted  $(C_{2-12}$  alkynyl)oxy,  $(C_{1-6}$  alkyl)oxy,  $(C_{1-6}$  alkyl)oxy, substituted or unsubstituted  $C_{6-12}$  aryloxy,  $(C_{3-6}$  heteroaryl)-(C<sub>1-6</sub> alkyl)oxy,  $(C_{1-12}$  alkyl)thio, substituted or unsubstituted  $(C_{1-4}$  alkyl)-thio-(C<sub>1-4</sub> alkyl), substituted or

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unsubstituted C<sub>6</sub>-C<sub>10</sub> aryl, substituted or unsubstituted styryl, substituted or unsubstituted C<sub>3</sub>-C<sub>12</sub> heteroaryl, substituted or unsubstituted C<sub>4</sub>-C<sub>8</sub> heterocyclic, wherein the substituents are selected from the group consisting of hydroxy, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> trihaloalkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> trihaloalkoxy, bivalent oxy(C<sub>1</sub>-C<sub>6</sub>)alkyloxy, (C<sub>1</sub>-C<sub>6</sub>) acylamino, (C<sub>1</sub>-C<sub>6</sub>) acylthio, amino, and azido; or R<sup>5</sup> and R<sup>6</sup> form a C<sub>5</sub>-C<sub>10</sub> heteroaryl ring, and each of R<sup>4</sup>, R<sup>7</sup>, and R<sup>8</sup> is, independently, hydroxy, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> trihaloalkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, or C<sub>1</sub>-C<sub>4</sub> trihaloalkoxy.

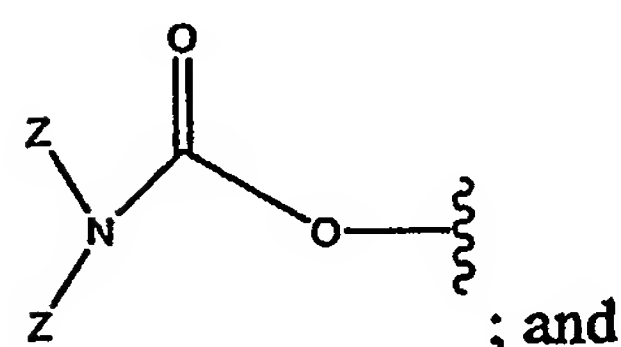
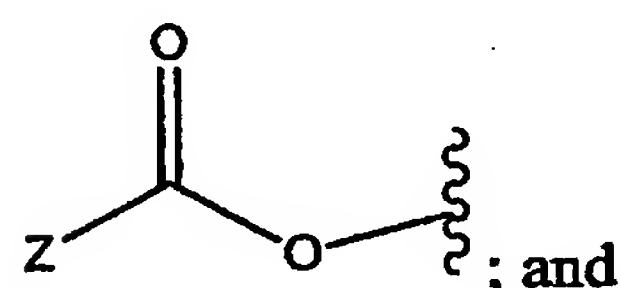
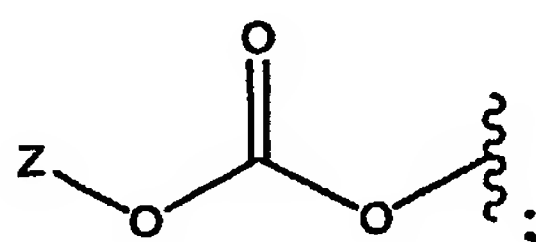
10. The compound of claim 1 or claim 9 wherein one of B<sub>1</sub> and B<sub>2</sub> is substituted and the other is unsubstituted.

11. The compound of claim 1 or claim 9 wherein both B<sub>1</sub> and B<sub>2</sub> are substituted.

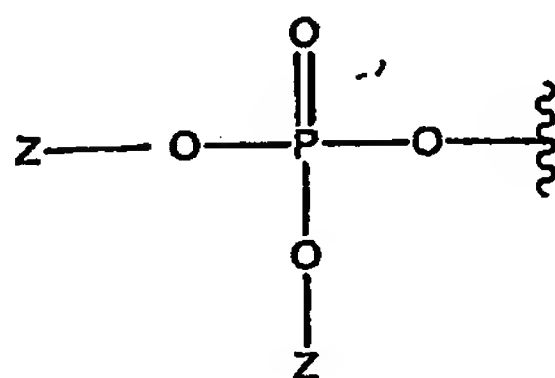
12. The compound of claim 1 or claim 9 wherein both B<sub>1</sub> and B<sub>2</sub> are unsubstituted.

13. The compound of claim 1 or claim 9 wherein one of B<sub>1</sub> and B<sub>2</sub> is singly substituted and the other is unsubstituted.

14. The compound of claim 1 or claim 9 wherein one or both of B<sub>1</sub> and B<sub>2</sub> are independently substituted and the substituents are selected from :



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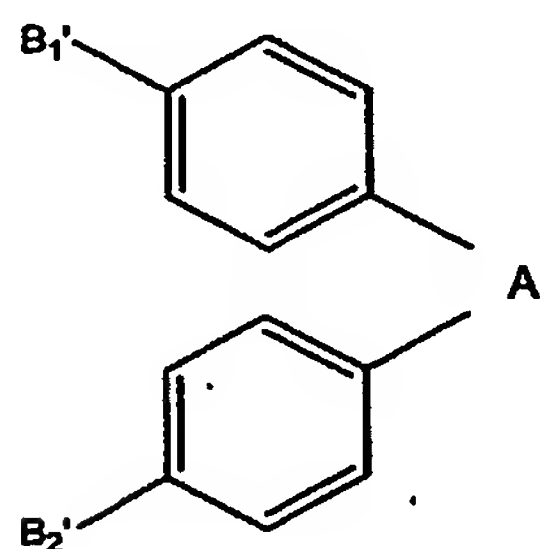


wherein each Z is independently H or a C<sub>1-6</sub> straight chain or branched alkyl, alkenyl, alkynyl, aryl, cycloalkyl, or arylalkyl that is optionally singly or multiply substituted.

15. The compound of claim 14 wherein each Z is independently H or a C<sub>1-6</sub> straight chain or branched alkyl, alkenyl, alkynyl, aryl, cycloalkyl, or arylalkyl that is optionally singly or multiply substituted with a halogen.

16. The compound of claim 15 wherein Z is independently selected from: H and a substituted or unsubstituted C<sub>1</sub> alkyl, C<sub>2</sub> alkyl, C<sub>3</sub> alkyl or C<sub>4</sub> alkyl.

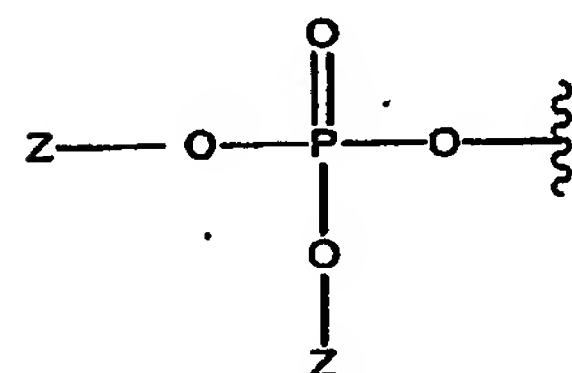
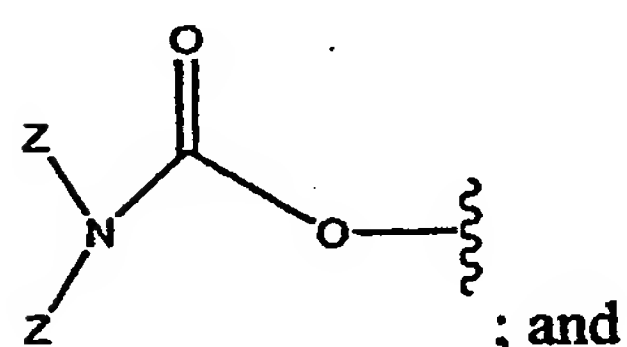
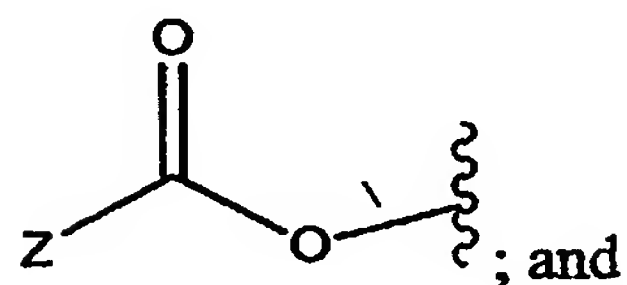
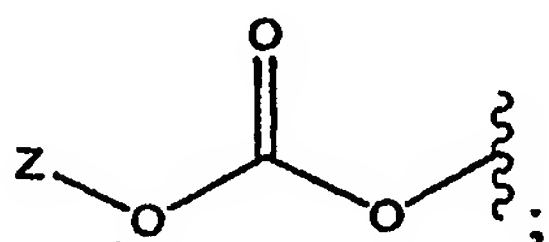
17. A compound having the formula:



wherein

A is a 5-membered or 6-membered substituted or unsubstituted heteroaryl or heterocyclyl ring having one or two heteroatoms selected from the group consisting of O, S, and N and having from 1 or 2 independent substituents when the ring is 5-membered and substituted and 1 to 4 independent substituents when the ring is 6-membered and substituted; and one or both of B<sub>1</sub>' and B<sub>2</sub>' are selected from H, -OH,

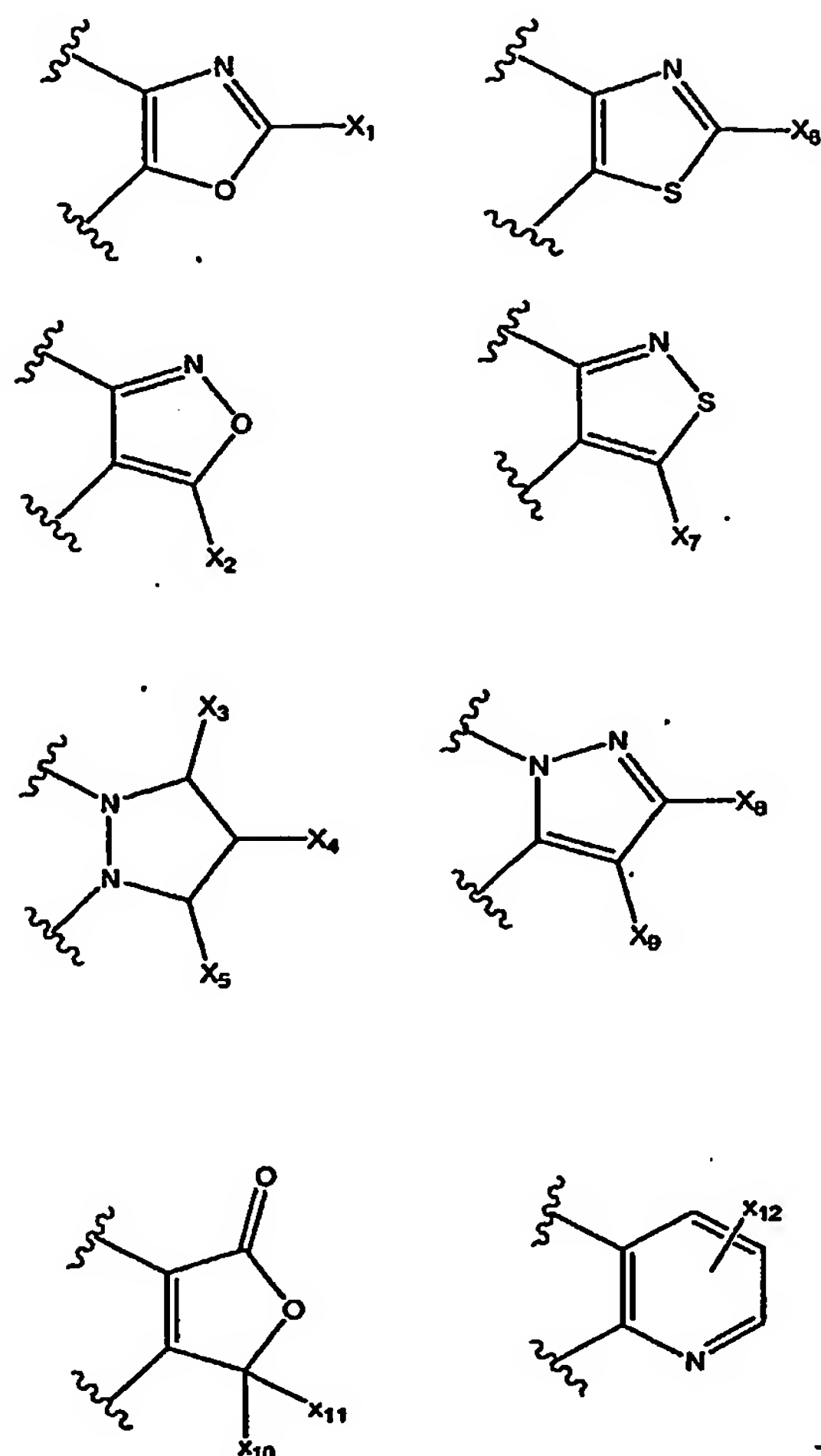
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wherein each Z is independently H or a C<sub>1-6</sub> straight chain or branched alkyl, alkenyl, alkynyl, aryl, cycloalkyl, or arylalkyl that is optionally singly or multiply substituted; and  
and salts thereof.

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18. The compound of claim 17 wherein A is selected from:

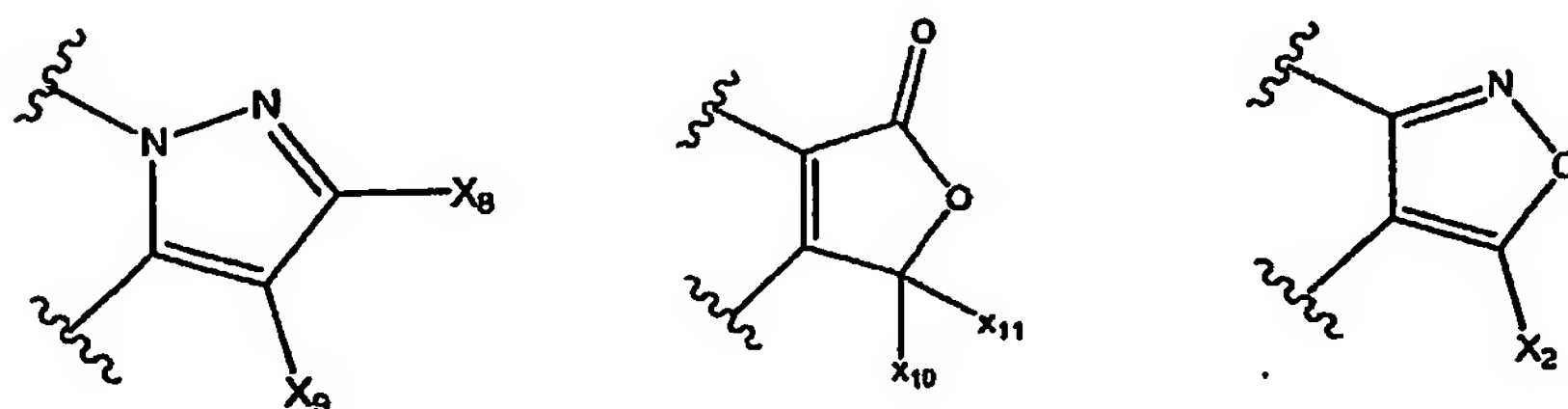


wherein each  $X_1$ - $X_{12}$  is independently: H, halogen, substituted or unsubstituted  $C_{1-12}$  alkyl, substituted or unsubstituted  $C_{2-12}$  alkenyl, substituted or unsubstituted  $C_{2-12}$  alkynyl, substituted or unsubstituted  $C_{1-6}$  alkoxy, oxo, substituted or unsubstituted  $C_{2-12}$  alkenyloxy, substituted or unsubstituted  $C_{5-10}$  cycloalkenyloxy, substituted or unsubstituted ( $C_{2-12}$  alkynyl)oxy, ( $C_{1-6}$  alkyl)oxy( $C_{1-6}$  alkyl), substituted or unsubstituted  $C_{6-12}$  aryloxy, ( $C_{3-6}$  heteroaryl)-( $C_{1-6}$  alkyl)oxy, ( $C_{1-12}$  alkyl)thio, substituted or unsubstituted ( $C_{1-4}$  alkyl)-thio-( $C_{1-4}$  alkyl), substituted or unsubstituted  $C_6$ - $C_{10}$  aryl, substituted or unsubstituted styryl, substituted or unsubstituted  $C_{3-12}$  heteroaryl, substituted or unsubstituted  $C_{4-8}$  heterocyclic, wherein the substituents are selected from the group consisting of hydroxy, halo,  $C_{1-4}$  alkyl,  $C_{1-4}$  trihaloalkyl,  $C_{1-6}$  alkoxy,  $C_{1-4}$  trihaloalkoxy, bivalent oxy( $C_{1-6}$ )alkyloxy, ( $C_{1-6}$ ) acylamino, ( $C_{1-6}$ ) acylthio,

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amino, and azido; or  $R^5$  and  $R^6$  form a  $C_5$ - $C_{10}$  heteroaryl ring, and each of  $R^4$ ,  $R^7$ , and  $R^8$  is, independently, hydroxy, halo,  $C_{1-4}$  alkyl,  $C_{1-4}$  trihaloalkyl,  $C_{1-6}$  alkoxy, or  $C_{1-4}$  trihaloalkoxy.

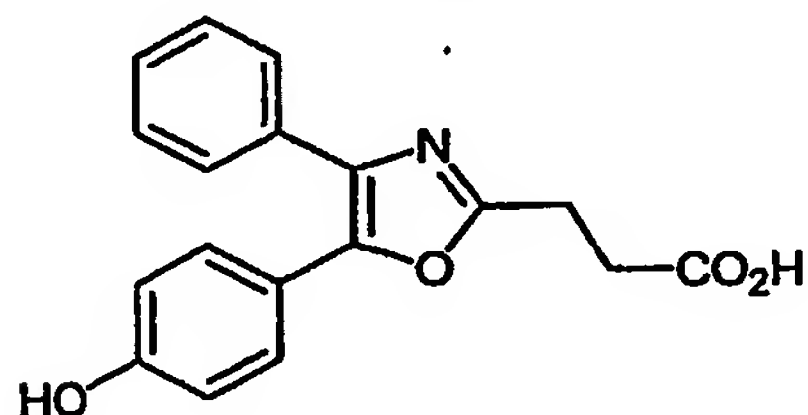
19. The compound of claim 18 wherein A is selected from:



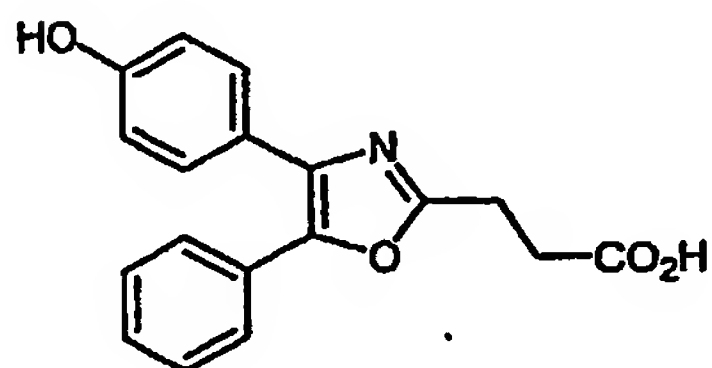
20. The compound of claim 19 wherein  $X_2$  is selected from H,  $CH_3$ ,  $COOH$ ,  $-CH_2-CH_2-COOH$ ,  $-CH_2-COOH$  and  $CF_3$ ;  $X_{10}$  and  $X_{11}$  are H or one or both of  $X_{10}$  and  $X_{11}$  are  $CH_3$  or  $CF_3$ ;  $X_9$  is missing; and  $X_8$  is  $CH_3$  or  $CF_3$ .

21. The compound of claim 18 wherein each  $X_1$ - $X_{12}$  is independently: H, halogen, substituted or unsubstituted  $C_1$ - $C_3$  alkyl, substituted or unsubstituted  $C_1$ - $C_3$  alkoxy, or oxo.

22. The compound of claim 17 selected from:



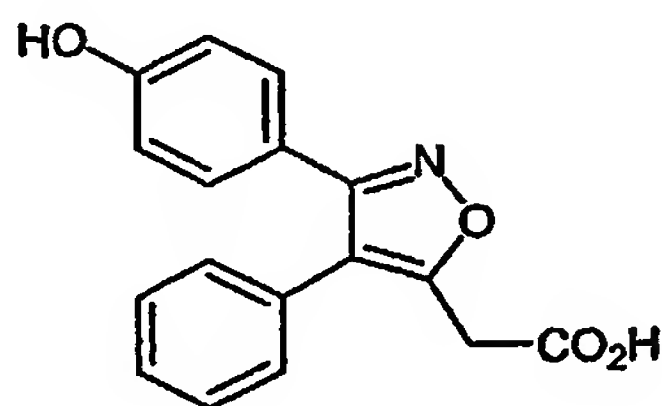
3-[5-(4-hydroxyphenyl)-4-phenyl-1,3-oxazol-2-yl]propionic acid



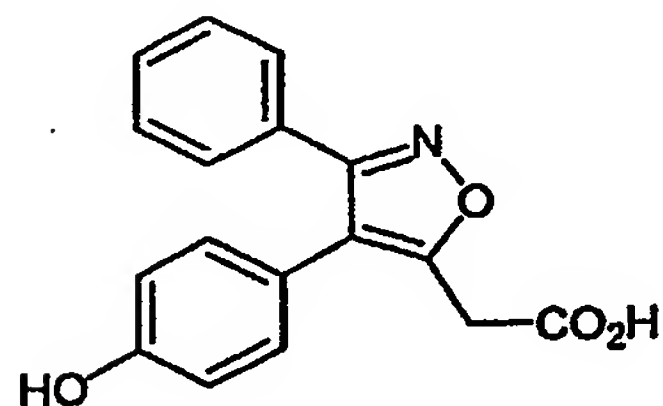
3-[4-(4-hydroxyphenyl)-5-phenyl-1,3-oxazol-2-yl]propionic acid



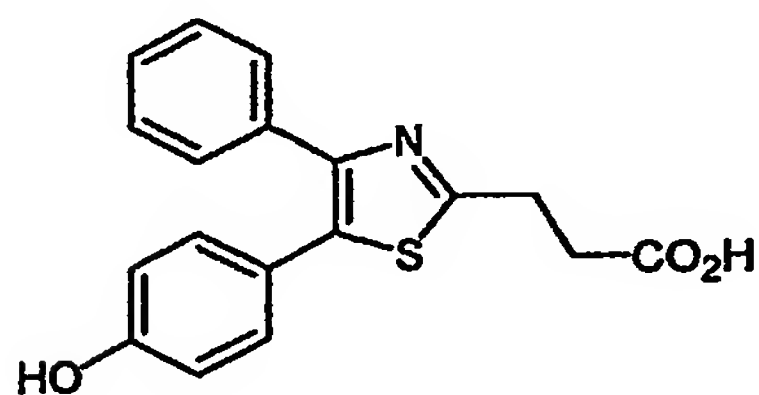
Attorney Docket No. 14184-051WO1



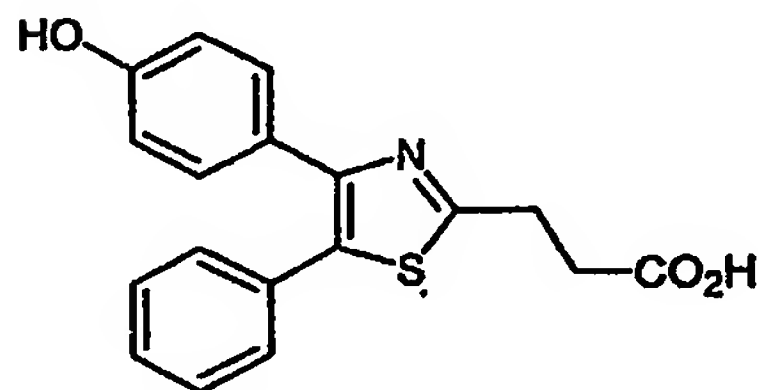
[3-(4-hydroxyphenyl)-4-phenylisoxazol-5-yl]acetic acid



[4-(4-hydroxyphenyl)-3-phenylisoxazol-5-yl]acetic acid

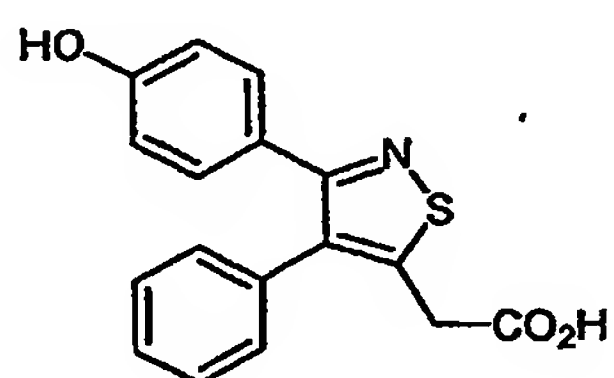


3-[5-(4-hydroxyphenyl)-4-phenyl-1,3-thiazol-2-yl]propionic acid

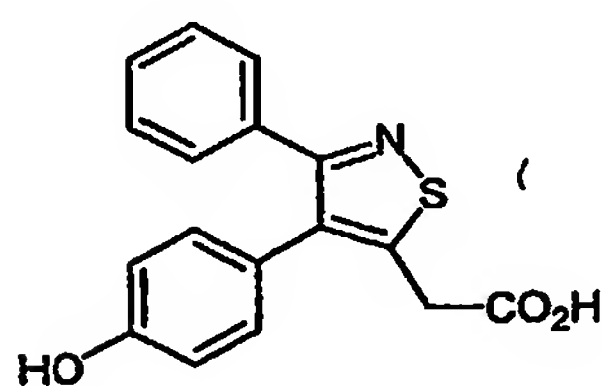


3-[4-(4-hydroxyphenyl)-5-phenyl-1,3-thiazol-2-yl]propionic acid

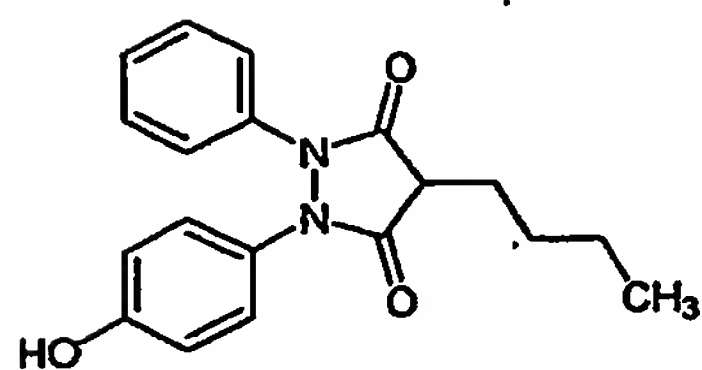
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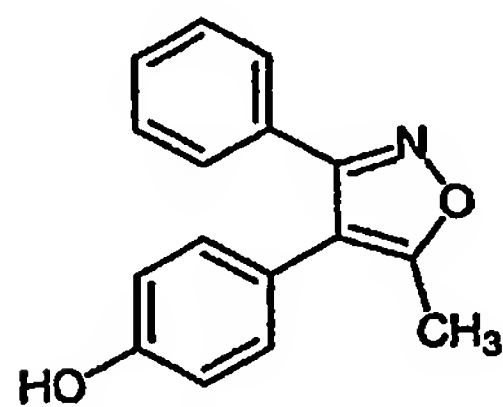
[3-(4-hydroxyphenyl)-4-phenylisothiazol-5-yl]acetic acid



[4-(4-hydroxyphenyl)-3-phenylisothiazol-5-yl]acetic acid

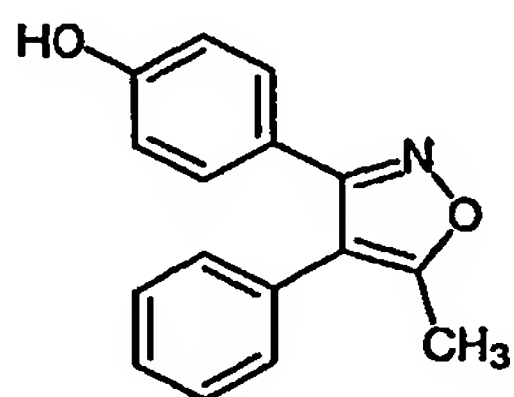


4-butyl-1-(4-hydroxyphenyl)-2-phenylpyrazolidine-3,5-dione

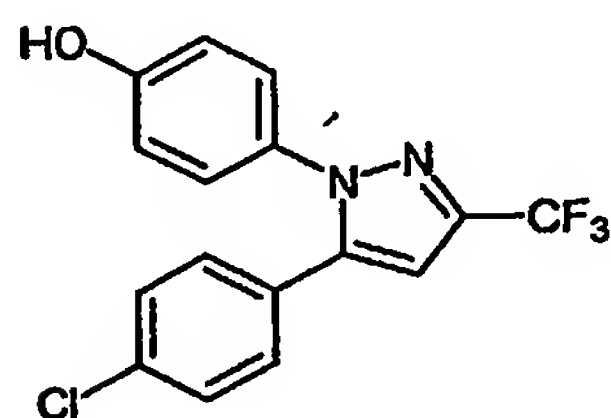


4-(5-methyl-3-phenylisoxazol-4-yl)phenol

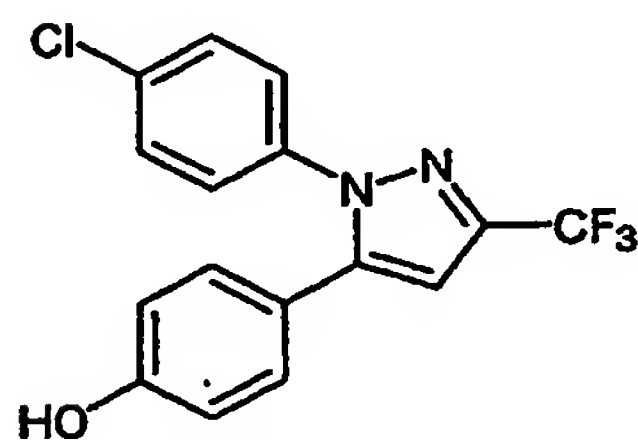
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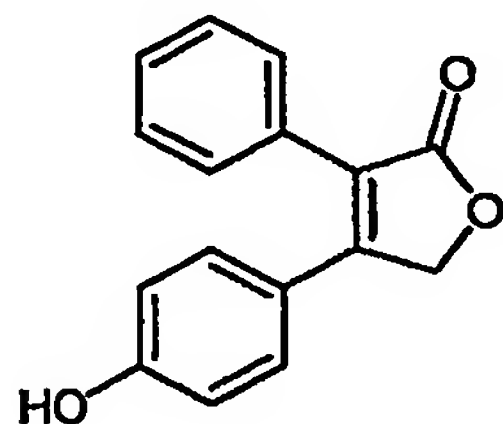
4-(5-methyl-4-phenylisoxazol-3-yl)phenol



-1-(4-hydroxyphenyl)-3-(trifluoromethyl)-5-(4-chlorophenyl)- pyrazole

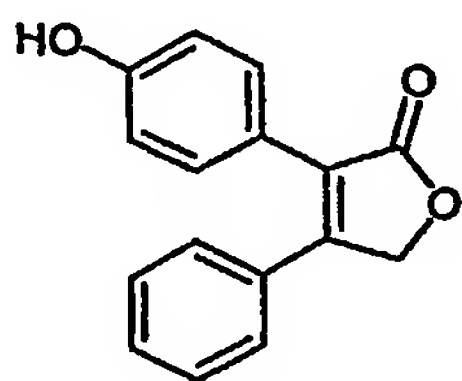


1-(4-chlorophenyl)-3-(trifluoromethyl)-5-(4-hydroxyphenyl)- pyrazole

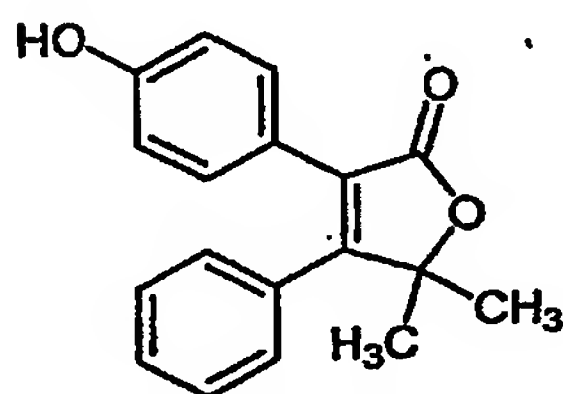


4-(4-hydroxyphenyl)-3-phenylfuran-2(5H)-one

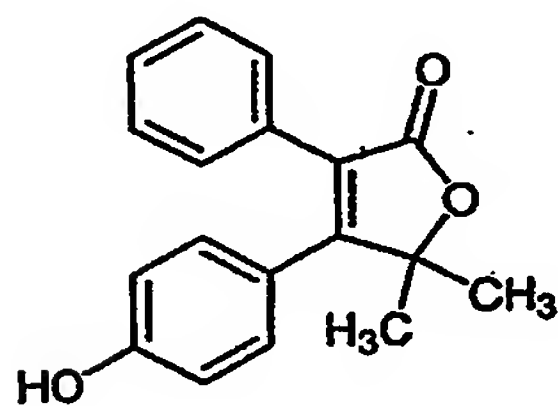
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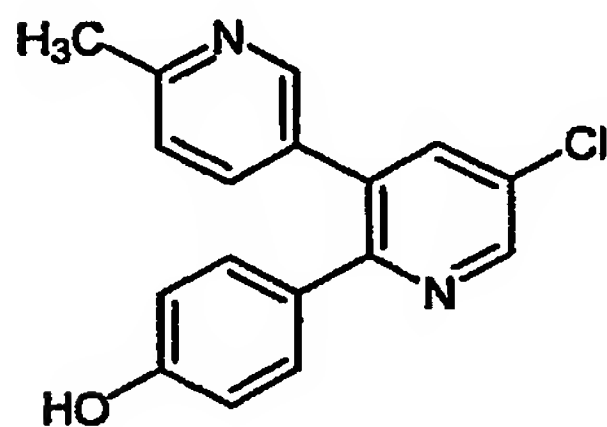
3-(4-hydroxyphenyl)-4-phenylfuran-2(5H)-one



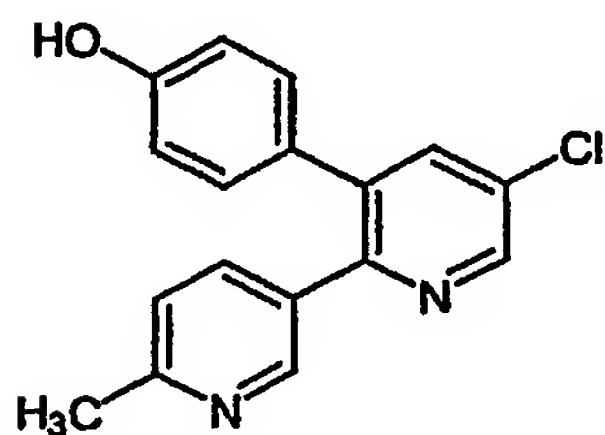
3-(4-hydroxyphenyl)-5,5-dimethyl-4-phenylfuran-2(5H)-one



4-(4-hydroxyphenyl)-5,5-dimethyl-3-phenylfuran-2(5H)-one

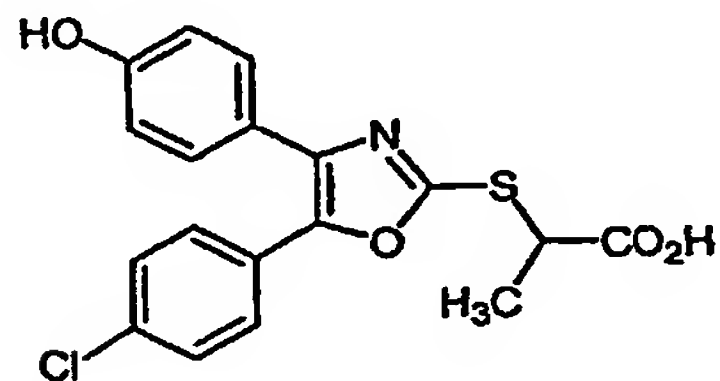


4-(5-chloro-6'-methyl-3,3'-bipyridin-2-yl)phenol

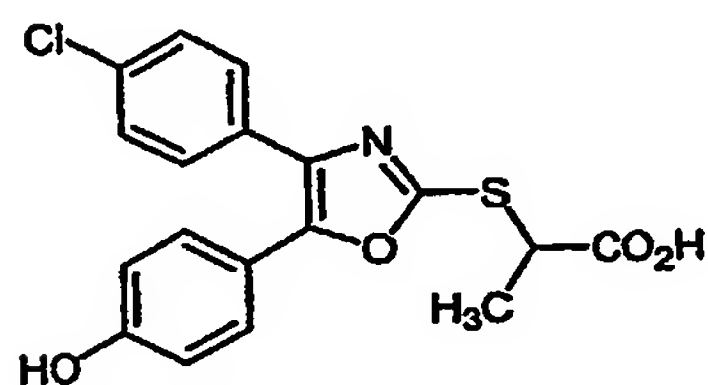


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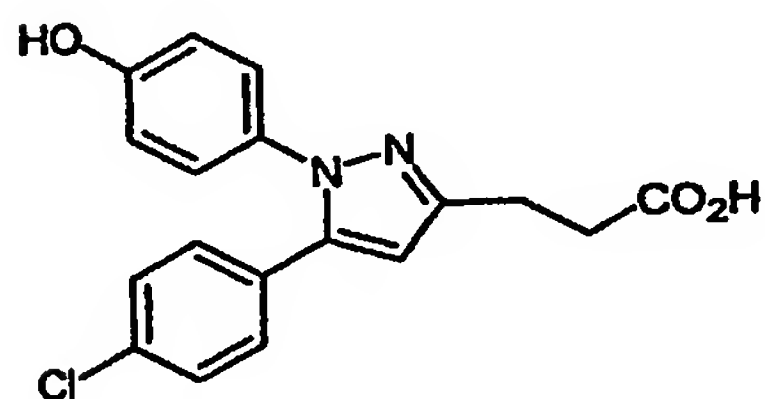
4-(5-chloro-6'-methyl-2,3'-bipyridin-3-yl)phenol



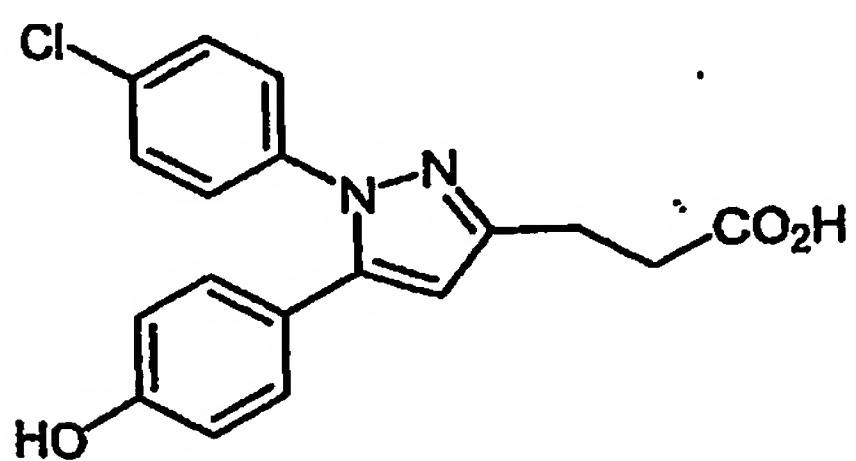
2-[[5-(4-chlorophenyl)-4-(4-hydroxyphenyl)-1,3-oxazol-2-yl]thio}propionic acid



2-[[4-(4-chlorophenyl)-5-(4-hydroxyphenyl)-1,3-oxazol-2-yl]thio}propionic acid



3-[5-(4-chlorophenyl)-1-(4-hydroxyphenyl)-1H-pyrazol-3-yl]propionic acid



3-[1-(4-chlorophenyl)-5-(4-hydroxyphenyl)-1H-pyrazol-3-yl]propionic acid.

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23. A pharmaceutical composition comprising the compound of claim 1 or claim 17 and a pharmaceutically acceptable carrier.

24. The pharmaceutical composition of claim 23 further comprising a second compound having anti-inflammatory activity and/or antinociceptive activity.

25. The pharmaceutical composition of claim 24 wherein the second compound is a COX-2 inhibitor.

26. The pharmaceutical composition of claim 25 wherein the COX-2 inhibitor is a selective COX-2 inhibitor.

27. A method for treating a disorder associated with unwanted COX-2 activity, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 or claim 17.

28. A method for treating a disorder associated with unwanted COX-2 activity, the method comprising administering the pharmaceutical composition of claim 23 or claim 24.

29. A method for inflammation, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 or claim 17.

30. A method for treating inflammation, the method comprising administering the pharmaceutical composition of claim 23 or claim 24.

31. A method for treating pain, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 or claim 17.

32. A method for treating pain, the method comprising administering the pharmaceutical composition of claim 23 or claim 24.

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33. A method of claim 31 wherein the pain is nociceptive pain.
34. A method of claim 32 wherein the pain is nociceptive pain.
35. A method of claim 31 wherein the pain is neuropathic pain.
36. A method of claim 32 wherein the pain is neuropathic pain.
37. A method for treating anxiety comprising administering the compound of claim 1 or claim 17.
38. The compound of claim 1 or claim 17 wherein the compound exhibits an  $IC_{50}$  for FAAH that is less than 50  $\mu M$ .
39. The compound of claim 1 or claim 17 wherein the compound exhibits an  $IC_{50}$  for FAAH that is less than 10  $\mu M$ .
40. A method for treating anxiety comprising administering the pharmaceutical composition of claim 23 or claim 24.
41. A method for treating a sleep disorder comprising administering the compound of claim 1 or claim 17.
42. The method of claim 41 wherein the sleep disorder is insomnia.
43. A method for treating a sleep disorder comprising administering the pharmaceutical composition of claim 23 or claim 24.
44. The method of claim 43 wherein the sleep disorder is insomnia